

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF INCORPORATION
MISSOURI NONPROFIT

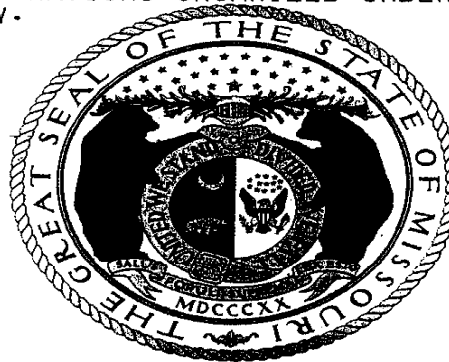
WHEREAS, DUPLICATE ORIGINALS OF ARTICLES OF INCORPORATION OF
HEALTH MIDWEST MEDICAL CENTER - INDEPENDENCE

HAVE BEEN RECEIVED AND FILED IN THE OFFICE OF THE SECRETARY OF
STATE, WHICH ARTICLES, IN ALL RESPECTS, COMPLY WITH THE
REQUIREMENTS OF MISSOURI NONPROFIT CORPORATION LAW;

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, SECRETARY OF STATE
OF THE STATE OF MISSOURI, BY VIRTUE OF THE AUTHORITY VESTED IN
ME BY LAW, DO HEREBY CERTIFY AND DECLARE THIS ENTITY A BODY
CORPORATE, DULY ORGANIZED THIS DATE AND THAT IT IS ENTITLED TO
ALL RIGHTS AND PRIVILEGES GRANTED CORPORATIONS ORGANIZED UNDER
THE MISSOURI NONPROFIT CORPORATION LAW.

IN TESTIMONY WHEREOF, I HAVE SET MY
HAND AND IMPRINTED THE GREAT SEAL OF
THE STATE OF MISSOURI, ON THIS, THE
14TH DAY OF SEPTEMBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00

SEP 14 1998

STATE OF MISSOURI
Secretary of State
P.O. Box 778, Jefferson City, MO 65102
Corporation Division

Rebecca McDowell Cook
SECRETARY OF STATE

ARTICLES OF INCORPORATION OF A NONPROFIT CORPORATION

(To be submitted in duplicate with a filing fee of \$25)

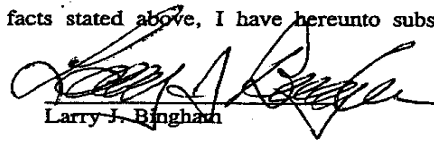
The undersigned natural person of the age of eighteen years or more for the purpose of forming a corporation under the Nonprofit Corporation Act of Missouri adopts the following Articles of Incorporation:

- (1) The name of the corporation is Health Midwest Medical Center - Independence.
- (2) This corporation is a Public Benefit Corporation.
- (3) The period of duration of the corporation is perpetual.
- (4) The name and address of the Registered Agent and Registered Office in Missouri is: Judith A. Vogelsmeier, 2304 E. Meyer Blvd., Suite A-10, Kansas City, Missouri 64132.
- (5) The name and address of the incorporator is Larry J. Bingham, 2800 Commerce Tower, 911 Main Street, Kansas City, Missouri 64105.
- (6) The corporation is a membership corporation. The sole member of the corporation is Health Midwest - Independence, a Missouri public benefit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established in the bylaws of the corporation from time to time.
- (7) Subject to the rights and authority of the sole member, the Board of Directors has the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The bylaws will fix the number of Directors, but the number must not be fewer than three. The bylaws will establish the manner of electing or appointing Directors and their respective terms.
- (8) The purposes for which the corporation is organized are to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of these purposes, and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) (hereinafter the "Code") for use by these organizations in support of these purposes; and, except as herein restricted, to engage in any and all lawful activities incident to, and in furtherance of, the foregoing purposes, including, without limitation, the following:
 - (a) To promote the health of individuals by all means and in all manner authorized by law, including, but not limited to, the rendition of medical and other health services to individuals, the encouragement of manners of living that lead to good health, and owning, leasing and using real and personal property for health care purposes;
 - (b) To establish and maintain an institution or institutions within the State of Missouri, with permanent facilities that include inpatient beds and medical services to provide diagnosis and treatment for patients, which may include associated facilities and services such as, but not limited to, extended care, outpatient care, physician clinics, medical office buildings, and home care;

- (c) To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of health, that in the opinion of the board of directors, subject to the approval of the members of the corporation, may be justified by the facilities, personnel, funds and other requirements that are, or can be, made available;
- (d) To promote and carry on specific research related to the care of the sick and injured insofar as, in the opinion of the board of directors, subject to the approval of the members of the corporation, such research can be carried on within, or in connection with, the institution(s) and facilities of the corporation;
- (e) To participate, so far as circumstances may warrant, in any activity designed or carried on to promote the general health of the community; and
- (f) To engage in any other lawful act or activity for which corporations may be organized under the laws of the State of Missouri.
- (9) The corporation has all the powers conferred upon nonprofit corporations by the Nonprofit Corporation Act of the State of Missouri (as it now exists and as it may be amended), except that the corporation may not have or exercise any power, or engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (10) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, board of directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles of Incorporation.
- (11) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not, directly or indirectly, participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (12) The corporation shall not operate for the purpose of carrying on a trade or business for profit.
- (13) Upon the dissolution of the corporation, the board of directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing them to the sole member, Health Midwest - Independence, to be used exclusively for religious, charitable, scientific, literary, or educational purposes, provided the sole member is then qualified under section 501(c)(3) of the Code. If it is not so qualified, its share shall be disposed of by the corporation exclusively for religious, charitable, scientific, literary, or educational purposes, either by direct distribution or by distribution to one or more organizations qualified under section 501(c)(3) of the Code and contributions to which are deductible under section 170(c) of the Code, as the board of directors of the corporation shall determine, subject to approval of the board of directors of Health Midwest - Independence. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for the purposes set forth herein.
- (14) The effective date of this document is the date it is filed with the Secretary of State of Missouri.

In affirmation of the facts stated above, I have hereunto subscribed my name as of the 11 day of September, 1998.

Signed by Incorporator:


Larry J. Bingham

STATE OF MISSOURI

COUNTY OF JACKSON

)
)
) ss.

I, the undersigned, a Notary Public, do hereby certify that on the 11 day of September, 1998, Larry J. Bingham personally appeared before me and being first duly sworn by me acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.


Notary Public

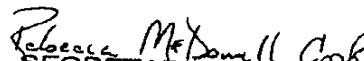
NOTARIAL SEAL

My commission expires: March 27, 2002

MARGARET L. BURKE
Notary Public - Notary Seal
STATE OF MISSOURI
Jackson County
My Commission Expires: Mar. 27, 2002

FILED AND CERTIFICATE OF
INCORPORATION ISSUED

SEP 14 1998


SECRETARY OF STATE

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

CORPORATION DIVISION
CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,

INDEPENDENCE REGIONAL HEALTH CENTER

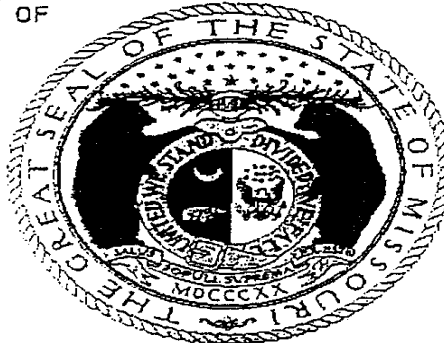
FORMERLY,

HEALTH MIDWEST MEDICAL CENTER - INDEPENDENCE

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 16TH DAY OF OCTOBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$25.00

STATE OF MISSOURI
Rebecca McDowell Cook, Secretary of State
P. O. BOX 778, Jefferson City, MO 65102
Corporation Division

**Articles of Amendment
for a Nonprofit Corporation**
(Submit in duplicate with filing fee of \$10.00)

FILED AND CERTIFIED
ISSUED
OCT 16 1998
Rebecca McDowell Cook
SECRETARY OF STATE

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

- (1) The name of corporation is: Health Midwest Medical Center - Independence
(2) The text of the amendment(s) and date(s) of adoption are as follows:

Article 1: The name of the corporation is: Independence Regional Health Center
Date: October 5, 1998

- (3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): _____
(4) If approval by members was required, check here and provide the following information: X
A. Number of Memberships outstanding: 1

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class:	Number voting undisputed:
<u>None</u>	<u>1</u>
_____	_____
_____	_____

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

- (5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: _____

In affirmation of the facts stated above,

Linwood W. Bann
(Authorized signature of officer or chairman of the board)

President
(Title)

10/13/98
(Date of signature)